

United States District Court
Southern District of New York

SECURITIES AND EXCHANGE COMMISSION,
Plaintiff,

v.

MARC J. GABELLI, and
BRUCE ALPERT,,
Defendants.

ECF CASE
08 CV 3868 (DAB)

**PLAINTIFF'S NOTICE OF MOTION FOR ADMISSION
PRO HAC VICE OF Kevin P. O'Rourke and Jill S. Henderson**

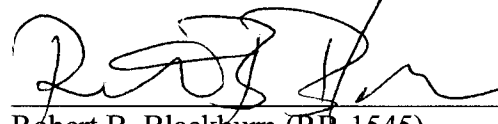
TO ALL PARTIES AND THEIR COUNSEL OF RECORD:

PLEASE TAKE NOTICE that, upon the annexed Affidavit of Robert B. Blackburn and the Certificates of Good Standing , filed herewith, Plaintiff Securities and Exchange Commission moves this Court for an order pursuant to Rule 7 of the Federal Rules of Civil Procedure and Local Civil Rule 1.3(c) admitting Kevin P. O'Rourke and Jill S. Henderson to practice before this Court *pro hac vice* as counsel of record for and to represent Plaintiff in this action.

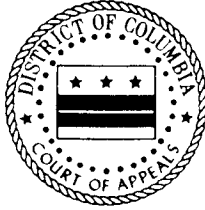
Dated: July 3, 2008
New York, New York

Respectfully submitted,

By:


Robert B. Blackburn (RB-1545)
Attorney for Plaintiff
Securities and Exchange Commission

7/3/08 USA



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

JILL S. HENDERSON

was on the 7TH day of APRIL, 2003
duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on June
27, 2008.

GARLAND PINKSTON, JR., CLERK

By: *A. Charles*
Deputy Clerk



THE STATE BAR OF CALIFORNIA

MEMBER SERVICES CENTER

180 HOWARD STREET, SAN FRANCISCO, CALIFORNIA 94105-1639

TELEPHONE: 888-800-3400

June 19, 2008

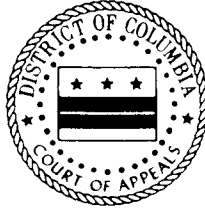
TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, JILL SCHAEFFER HENDERSON, #216474 was admitted to the practice of law in this state by the Supreme Court of California on December 3, 2001; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Governors or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

A handwritten signature in black ink, appearing to read "Dina DiLoreto".

Dina DiLoreto
Director of Administration



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia
Court of Appeals, do hereby certify that

KEVIN P. O'ROUKE

was on the 15TH day of DECEMBER, 1978,
duly qualified and admitted as an attorney and counselor and
entitled to practice before this Court and is, on the date
indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have
hereunto subscribed my name
and affixed the seal of this
Court at the City of
Washington, D.C., on May 29,
2008.

GARLAND PINKSTON, JR., CLERK

By: 
Deputy Clerk

United States District Court
Southern District of New York

SECURITIES AND EXCHANGE COMMISSION,
Plaintiff,

v.

MARC J. GABELLI, and
BRUCE ALPERT,
Defendants.

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Motion
To Admit Counsel
Pro Hac Vice

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission *pro hac vice* of

Applicant's Name: Kevin P. O'Rourke
Firm Name: Securities and Exchange Commission
Address: 100 F St., N.E.
City/State/Zip: Washington, D.C. 20549-4010
Phone Number: (202) 551-4442
Fax Number: (202) 772-9246
Email: ORourkeK@SEC.Gov

Mr. O'Rourke is a member in good standing of the Court of Appeals of the District of Columbia.

There are no pending disciplinary proceedings against Mr. O'Rourke in any State or Federal court, to the best of my knowledge.

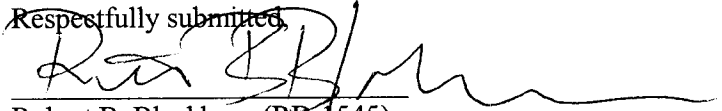
Applicant's Name: Jill S. Henderson
Firm Name: Securities and Exchange Commission
Address: 100 F St., N.E.
City/State/Zip: Washington, D.C. 20549-4628
Phone Number: (202) 551-4812
Fax Number: (202) 772-9236
Email: HendersonJi@SEC.Gov

Ms. Henderson is a member in good standing of the Court of Appeals of the District of Columbia and the State Bar of California.

There are no pending disciplinary proceedings against Ms. Henderson in any State or Federal court, to the best of my knowledge.

Dated: July 3, 2008
City, State: New York, NY

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Robert B. Blackburn", written over a horizontal line.

Robert B. Blackburn (RB-1545)

For plaintiff

Securities and Exchange Commission

Address: 3 World Financial Center

City/State/Zip: New York, NY 10281-1022

Phone Number: (212) 336-1050

Fax Number: (212) 336-1317

EMail: BlackburnR@SEC.Gov

United States District Court
Southern District of New York

SECURITIES AND EXCHANGE COMMISSION,
Plaintiff,

v.

MARC J. GABELLI, and
BRUCE ALPERT,
Defendants

ECF CASE
08 CV 3868 (DAB)

Affidavit of
Robert B. Blackburn
In Support of Motion
To Admit Counsel *Pro Hac Vice*

State of New York)
) ss:
County of New York)

Robert B. Blackburn, being duly sworn, hereby deposes and says as follows:

1. I am counsel for Plaintiff Securities and Exchange Commission (the "SEC") in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of the SEC's motion to admit Kevin P. O'Rourke and Jill S. Henderson as counsel *pro hac vice* to represent plaintiff SEC in this matter.
2. I am a member in good standing of the bar of the State of New York, and was admitted to practice law in 1972. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. I have known Kevin P. O'Rourke at least since 1987.
4. Mr. O'Rourke is an attorney in the Trial Unit, Division of Enforcement, in the Home Office of the SEC.
5. I have found Mr. O'Rourke to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure, the Federal Rules of Evidence and the SDNY Local Rules.
6. Ms. Henderson joined the SEC Staff in September 2007, and I have worked with her for the past several months.
7. I have found Ms. Henderson to be a skilled attorney and a person of integrity. She is experienced in Federal practice and is familiar with the Federal Rules of Procedure, the Federal Rules of Evidence and the SDNY Local Rules.
8. Both Mr. O'Rourke and Ms. Henderson are very familiar with the facts of the case at bar.

9. Accordingly, I am pleased to move the admission of Kevin P. O'Rourke and Jill S. Henderson, *pro hac vice*.

10. I respectfully submit a proposed order granting the admission of Kevin P. O'Rourke and Jill S. Henderson, *pro hac vice*, which is attached hereto as Exhibit A.

WHEREFORE it is respectfully requested that the motion to admit Kevin P. O'Rourke and Jill S. Henderson, *pro hac vice*, to represent Plaintiff SEC in the above captioned matter, be granted.

Dated: July 3, 2008

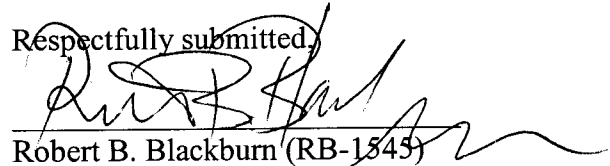
City, State: New York, NY

Notarized: 

ANNA M. TIRADO
NOTARY PUBLIC, State of New York
No. 01T14727674
Qualified in Kings County
Commission Expires Jan. 31, 2010



Respectfully submitted,



Robert B. Blackburn (RB-1545)

For plaintiff

Securities and Exchange Commission

Exhibit A

To

Affidavit of Robert B. Blackburn

In Support of Motion to Admit Counsel *Pro Hac Vice*

United States District Court
Southern District of New York

SECURITIES AND EXCHANGE COMMISSION,
Plaintiff,

v.

MARC J. GABELLI, and
BRUCE ALPERT,

ECF CASE
08 CV 3868 (DAB)

Order for Admission
Pro Hac Vice
On Written Motion

Upon the motion of Robert B. Blackburn attorney for plaintiff Securities and Exchange Commission and said sponsor attorney's affidavit in support;

IT IS HEREBY ORDERED that

Applicant's Name: Kevin P. O'Rourke
Firm Name: Securities and Exchange Commission
Address: 100 F St., N.E.
City/State/Zip: Washington, D.C. 20549-4010
Phone Number: (202) 551-4442
Fax Number: (202) 772-9246
Email: ORourkeK@SEC.Gov ,

and

Applicant's Name: Jill S. Henderson
Firm Name: Securities and Exchange Commission
Address: 100 F St., N.E.
City/State/Zip: Washington, D.C. 20549-4628
Phone Number: (202) 551-4812
Fax Number: (202) 772-9236
Email: HendersonJi@SEC.Gov

are admitted to practice *pro hac vice* as counsel for plaintiff Securities and Exchange Commission in the above captioned case in the United States District Court for the Southern District of New York.

All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. Since this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately apply for an ECF password at nysd.uscourts.gov. As provided in the

current *District Court Fee Schedule and Related Information* (Issued in accordance with 28 U.S.C. § 1914 (b)) no *pro hac vice* fee is required for this motion.

Dated: July __, 2008
City, State: New York, NY

Hon. Deborah A. Batts
United States District Judge

United States District Court
Southern District of New York

SECURITIES AND EXCHANGE COMMISSION,
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v.

MARC J. GABELLI, and
BRUCE ALPERT,
Defendants.

ECF CASE
08 CV 3868 (DAB)

Proof of Service of
Motion To Admit Counsel
Pro Hac Vice

I, Robert B. Blackburn, hereby certify that, on July 3, 2008, I caused to be served a copy of the following documents:

- The Notice of plaintiff SEC's Motion for the Admission of Kevin P. O'Rourke and Jill S. Henderson *Pro Hac Vice*,
- The SEC's Motion for the Admission of Kevin P. O'Rourke and Jill S. Henderson *Pro Hac Vice*,
- The Affidavit of Robert B. Blackburn supporting said motion,
- Certificates of Good Standing for Kevin P. O'Rourke and Jill S. Henderson,
- A proposed Order for the Admission of J Kevin P. O'Rourke and Jill S. Henderson *Pro Hac Vice*,
- A letter to Judge Batts transmitting courtesy copies of aforesaid papers,

by Federal Express overnight mail, to

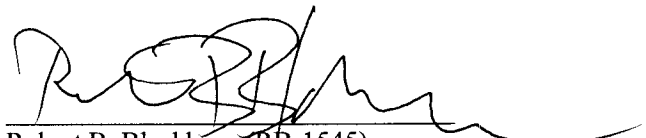
Edward McDonald,
Dechert LLP
30 Rockefeller Plaza,
New York, NY 10012

Counsel for defendant Bruce Alpert, and

Lewis Liman
Cleary Gottlieb
One Liberty Plaza,
New York, N.Y. 10006

Counsel for defendant Marc J. Gabelli.

Dated: July 3, 2008
New York, N.Y.



Robert B. Blackburn (RB-1545)
For plaintiff
Securities and Exchange Commission